

BHP BILLITON GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

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BHP BILLITON GROUP LIMITED

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BHP BILLITON GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2011

The Directors present their report and the financial statements for the year ended 30 June 2011

Principal activities

The principal activity of the Company is the holding of investments, which includes responsibility for the stewardship of the subsidiary companies of BHP Billiton Plc. The Company carries out these activities through service contracts with a number of BHP Billiton group companies. The Company's business now includes Group Treasury activities, following the transfer of Group Treasury from the Netherlands to the United Kingdom in October 2008.

Results and review of activities

The profit for the year amounted to \$2,212,849,000 (2010: \$3,368,816,000). The Company had no tax charge for the year (2010: US\$ nil).

The operating results and state of affairs of the Company are fully set out in the accompanying financial statements and do not in our opinion require any further comment. The nature of the Company's business will remain the same for the foreseeable future.

Going concern

The financial statements have been prepared on the going concern basis.

Post balance sheet events

Other than disclosed in note 18, the Directors are not aware of any matter or circumstance arising since the end of the financial year.

Dividends

The Company declared and paid dividends to the holders of ordinary shares of US\$ 2,319,482,294 (2010: US\$ 3,541,410,020).

Directors

The Directors who served during the year were:

D J Fletcher
E A Hobley
A S Mackenzie
W J Murray

These Directors are entitled to indemnities under the Directors and Officers Liability Insurance of BHP Billiton Plc that were in place during the year and at the date of this report.

None of the Directors, or their immediate family, had any beneficial interest in the shares of the Company during the year.

Holding Company

The Company's immediate and ultimate holding company is BHP Billiton Plc, a company incorporated in the United Kingdom.

BHP BILLITON GROUP LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2011**

Auditor

KPMG Audit Plc are deemed to have been re-appointed pursuant to section 487 of the Companies Act 2006

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information


Registered office

Neathouse Place
London
SW1V 1BH

Persuant to section 415a of the Companies Act 2006, this report is prepared in accordance with the small companies' exemption in relation to the Director's report

This report was approved by the board on 21 December 2011

and signed on its behalf


D J Fletcher

Neathouse Place
London
SW1V 1BH

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF DIRECTORS' REPORT AND THE
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011**

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS, AS A BODY, OF BHP BILLITON GROUP LIMITED

We have audited the financial statements of BHP Billiton Group Limited for the year ended 30 June 2011, set out on pages 6 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's member in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's member for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' Responsibilities on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 June 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS, AS A BODY, OF BHP BILLITON GROUP LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Simon Figgis (Senior statutory auditor)

for and on behalf of

KPMG Audit Plc, Statutory Auditor

Chartered Accountants

Statutory Auditor

15 Canada Square

Canary Wharf

London

E14 5GL

Date 22 December 2011

BHP BILLITON GROUP LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2011**

	Note	2011 \$000	2010 \$000
Other operating income		-	2,871
Other operating expenses		(162,180)	(213,550)
OPERATING LOSS	2	(162,180)	(210,679)
Income from shares in group undertakings		2,327,995	3,541,315
Interest receivable and similar income	4	58,739	44,795
Interest payable and similar charges	5	(11,705)	(6,615)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,212,849	3,368,816
Tax on profit on ordinary activities	7	-	-
PROFIT FOR THE FINANCIAL YEAR	13	2,212,849	3,368,816

All amounts relate to continuing operations

The notes on pages 9 to 18 form part of these financial statements

There is no difference between the profit before taxation and the retained profit for the year, and their historical cost equivalents

BHP BILLITON GROUP LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 30 JUNE 2011**

	Note	2011 \$000	2010 \$000
PROFIT FOR THE FINANCIAL YEAR		<u>2,212,849</u>	<u>3,368,816</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		<u><u>2,212,849</u></u>	<u><u>3,368,816</u></u>

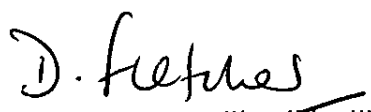
The notes on pages 9 to 18 form part of these financial statements

BHP BILLITON GROUP LIMITED
REGISTERED NUMBER. 3298904

BALANCE SHEET
AS AT 30 JUNE 2011

	Note	2011 \$000	2010 \$000
FIXED ASSETS			
Investments	8	26,642,934	24,281,001
CURRENT ASSETS			
Debtors	9	6,547,989	6,195,914
CREDITORS , amounts falling due within one year	10	<u>(11,638,944)</u>	<u>(8,818,303)</u>
NET CURRENT LIABILITIES		<u>(5,090,955)</u>	<u>(2,622,389)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		21,551,979	21,658,612
CREDITORS , amounts falling due after more than one year	11	<u>(1,909)</u>	<u>(1,909)</u>
NET ASSETS		<u>21,550,070</u>	<u>21,656,703</u>
CAPITAL AND RESERVES			
Called up share capital	12	107,002	107,002
Share premium account	13	75	75
Profit and loss account	13	<u>21,442,993</u>	<u>21,549,626</u>
SHAREHOLDER'S FUNDS	14	<u>21,550,070</u>	<u>21,656,703</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
21 December 2011



D J Fletcher
Director

The notes on pages 9 to 18 form part of these financial statements

BHP BILLITON GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

1. ACCOUNTING POLICIES

1 Accounting policies

The Company financial statements have been prepared and approved by the Directors in accordance with applicable laws and regulations

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements

1.1 Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, they are prepared on the historical cost basis modified to include the revaluation of fixed assets investments See note 1.8 for full Going Concern disclosure

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements These financial statements present information about the Company as an individual undertaking and not about its group

The financial statements are presented in US Dollars rounded to the nearest thousand

1.2 Significant judgements

In preparing the financial statements, management is required to make estimates and assumptions that affect the amounts represented in the financial statements and related disclosures Use of available information and the application of judgement is inherent in the formation of estimates Actual results in the future could differ from these estimates which may be material to the financial statements

1.3 Investments in subsidiary companies

Investments in subsidiary companies are carried at Directors' valuation, which are determined periodically, in accordance with the Alternative Accounting Rules set out in Part 2 Schedule 1 in the Small Companies and Groups Regulations 2008

The value of investments is reviewed annually to determine whether the carrying amount exceeds the recoverable amount, being the amount of cash that the asset will generate over its life through use and disposal Valuations for the purpose of assessing the recoverability of the investments are based on a discounted cash flow methodology which reflects current estimates of available reserves and relevant economic assumptions including price, costs, inflation, cost of capital and foreign exchange rates In circumstances where investments are determined to be carried at an amount in excess of their recoverable amount, they are written down to the greater of value in use and expected sale value less disposal costs Prior to 1 July 2006, fixed asset investments in subsidiaries were individually recorded at cost less provisions for impairments

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011**

1. ACCOUNTING POLICIES (continued)

1.4 Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

The Company complies with FRS 19 'Deferred Tax' which requires the Company to fully provide for deferred corporation tax on all timing differences which have arisen but have not reversed at the balance sheet date and which could give rise to an obligation to pay more or less tax in the future

As a UK resident company in the BHP Billiton group the company is eligible to surrender UK group relief to, or claim UK group relief from, other BHP Billiton group companies. These claims and/or surrenders may be made with or without charge

Current Tax Assets and Liabilities

Current tax for current or prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current or prior periods exceeds the amount due for those periods, the excess is recognised as an asset

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by balance sheet date

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011**

1. ACCOUNTING POLICIES (continued)

1.5 Financial instruments

Initial recognition

Classification of financial instruments issued by the Company

In accordance with FRS 25 'Financial Instruments Disclosure and Presentation', financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions

a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and

b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholder's funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholder's funds.

The Company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument and are initially recognised at fair value.

1.6 Cash and cash equivalents

Cash equivalents comprise cash on hand, balances with banks and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of the Group's cash management.

They are highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk in change in value.

1.7 Interest receivable and interest payable

Interest income and interest payable are recognised in the profit and loss account as they accrue.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011**

1. ACCOUNTING POLICIES (continued)

1 8 Foreign currencies

The Company's functional currency is US Dollars as this is the dominant currency in which the Company operates. Transactions denominated in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

1 9 Going concern basis

The financial statements have been prepared on a going concern basis. The Company had current liabilities in excess of current assets by \$ 5,090,955,000 (2010 \$ 2,622,389,000) and net assets of \$ 21,550,070,000 (2010 \$ 21,656,703,000) at 30 June 2011. The Directors believe that the going concern basis is appropriate, given the Company's net assets position and that they expect further funding as necessary to be available from third parties or other Group companies.

1 10 Dividends received/receivable

Dividend income is recognised in the income statement on the date the entity's right to receive payments is established.

1 11 Dividends paid/payable

Dividends on ordinary shares are recognised as they are declared. Dividends on preference shares are recognised on an accrual basis within finance costs.

1 12 Related party disclosures

As the Company is a wholly owned subsidiary of BHP Billiton Plc, the Company has taken advantage of the exemption contained in FRS 8 'Related party disclosures' and has therefore not separately disclosed transactions or balances with entities which form part of the Group. The consolidated financial statements of BHP Billiton Plc, within which this Company is included, can be obtained from the address given in note 16.

1 13 Cash flow statement

BHP Billiton Group Limited is a wholly owned subsidiary and is therefore exempt from the requirement to prepare a cash flow statement.

BHP BILLITON GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011****2. NOTES TO THE PROFIT AND LOSS ACCOUNT**

Profit on ordinary activities before taxation is stated after charging

	2011 \$000	2010 \$000
Difference on foreign exchange	649	1,676
Management fees	94,326	208,142

The audit fees for the Company for the year amounted to US\$ 26,000 (2010 US\$ 135,000) No other services were provided to the Company by the auditors in respect of the current or prior year

3. DIRECTORS' EMOLUMENTS

No remuneration was paid to the Directors of the Company during the year (2010 US\$ nil)

4 INTEREST RECEIVABLE AND SIMILAR INCOME

	2011 \$000	2010 \$000
Interest receivable from Group undertakings	58,739	44,795

5 INTEREST PAYABLE AND SIMILAR CHARGES

	2011 \$000	2010 \$000
Interest payable to Group undertakings	11,514	6,615
Dividends paid on shares classed as debt	191	-
	11,705	6,615

6 INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2011 \$000	2010 \$000
Dividends from subsidiary undertakings	2,327,995	3,541,315

BHP BILLITON GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

7. TAXATION

	2011 \$000	2010 \$000
UK corporation tax charge on profit for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2010 - lower than) the standard rate of corporation tax in the UK of 27.5% (2010 - 28%). The differences are explained below

	2011 \$000	2010 \$000
Profit on ordinary activities before tax	2,212,849	3,368,816
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 27.5% (2010 - 28%)	608,533	943,268
Effects of		
Non deductible expenses	144	11,766
Non-taxable dividend income	(640,199)	(991,568)
Group relief available for surrender	35,647	40,811
Tax benefit on Compensating Adjustment under Part 4 Taxation (International and Other Provisions) Act 2010	(4,125)	(4,277)
Current tax charge for the year (see note above)	-	-

United Kingdom taxation

The Company is a member of a group for purposes of relief under Part 5 Corporation Tax Act 2010. No corporation tax has been provided for because the company has surrendered group relief to other companies.

There are no timing differences that result in a provision for deferred tax for either the year ended 30 June 2011 or the year ended 30 June 2010.

8. INVESTMENTS

	Investments \$000
Cost or valuation	
At 1 July 2010	24,281,001
Additions	2,361,933
At 30 June 2011	26,642,934
Net book value	
At 30 June 2011	26,642,934
At 30 June 2010	24,281,001

BHP BILLITON GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

8 INVESTMENTS (continued)

Details of investments

Name	Class of shares	Holding	2011 \$000	2010 \$000
BHP Billiton UK Holdings Limited	Ordinary shares	100 %	11,088,462	11,088,462
BHP Billiton UK Investments Limited	Ordinary shares	100 %	11,088,462	11,088,462
BHP Billiton (UK) Limited	Ordinary shares	100 %	2,100,000	2,100,000
BHP Billiton Finance Plc	Ordinary shares	1 %	-	-
BHP Billiton Holdings Limited	Ordinary shares	0.2 %	4,077	4,077
BHP Billiton UK Holdings Limited	Preference shares	100 %	1,180,966	-
BHP Billiton UK Investments Limited	Preference shares	100 %	1,180,967	-
			<u>26,642,934</u>	<u>24,281,001</u>

Name	Business	Country of incorporation
BHP Billiton UK Holdings Limited	Holding Company	British Virgin Islands
BHP Billiton UK Investments Limited	Holding Company	British Virgin Islands
BHP Billiton (UK) Limited	Holding Company	England and Wales
BHP Billiton Finance Plc	Finance Company	England and Wales
BHP Billiton Holdings Limited	Holding Company	England and Wales

The comparable amounts for the revalued ordinary share investments based on their historical costs is \$ 3,844,000,000 (2010 \$ 3,844,000,000)

The difference between the historical amounts of the ordinary share investments and their revalued equivalents is \$ 20,437,000,000 (2010 \$ 20,437,000,000)

9 DEBTORS.

Amounts falling due within one year

	2011 \$000	2010 \$000
Amounts owed by Group undertakings	6,547,989	6,183,764
Accrued income	-	12,150
	<u>6,547,989</u>	<u>6,195,914</u>

The amounts owed by Group undertakings are unsecured, bear interest at LIBOR + 0.6% and repayable on demand

BHP BILLITON GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011****10 CREDITORS.****Amounts falling due within one year**

	2011 \$000	2010 \$000
Bank overdraft	662	-
Amounts owed to Group undertakings	11,638,282	8,818,303
	<u>11,638,944</u>	<u>8,818,303</u>

The amounts owed to Group undertakings are unsecured and repayable on demand

The interest bearing portion of the amounts owed to Group undertakings is \$ 1,397,207,000 (2010 \$ 2,108,017,000) and incurs interest at a variable rate

11 CREDITORS.**Amounts falling due after more than one year**

	2011 \$000	2010 \$000
Share capital treated as debt (Note 12)	<u>1,909</u>	<u>1,909</u>

Disclosure of the terms and conditions attached to the non-equity shares is made in note 12

12 SHARE CAPITAL

	2011 \$000	2010 \$000
Shares classified as capital		
Allotted, called up and fully paid		
214,003,529 (2010 - 214,003,529) Ordinary shares of \$0 50 each	<u>107,002</u>	<u>107,002</u>
Shares classified as debt		
Allotted, called up and fully paid		
1 5 5% cumulative non-redeemable preference share of £1*	-	-
1,908,500 5% cumulative non-redeemable preference shares of \$1 each	<u>1,909</u>	<u>1,909</u>
	<u>1,909</u>	<u>1,909</u>

BHP Billiton Plc agreed to waive and forego all rights and entitlements to the payment of any dividends which have accumulated to date and any such dividends which may accrue in the future in respect of its one £ 1 5 5% cumulative non-redeemable preference share

* - Nominal amount

BHP BILLITON GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

13 RESERVES

	Share premium account \$000	Profit and loss account \$000
At 1 July 2010	75	21,549,626
Profit for the year		2,212,849
Dividends Equity capital		(2,319,482)
	<hr/>	<hr/>
At 30 June 2011	75	21,442,993
	<hr/>	<hr/>

14. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	2011 \$000	2010 \$000
Opening shareholder's funds	21,656,703	21,829,297
Profit for the year	2,212,849	3,368,816
Dividends (Note 15)	(2,319,482)	(3,541,410)
	<hr/>	<hr/>
Closing shareholders' funds	21,550,070	21,656,703
	<hr/>	<hr/>

15. DIVIDENDS

	2011 \$000	2010 \$000
Dividends paid on equity capital		
Ordinary shares		
Dividend paid of \$ 10 84 per share (2010 \$ 16 55)	2,319,482	3,541,410
	<hr/>	<hr/>
Total dividends paid on equity capital	2,319,482	3,541,410
	<hr/>	<hr/>
Dividends paid on shares classed as debt		
Balance of dividends paid on shares classed as debt	191	-
	<hr/>	<hr/>
Total dividends paid	2,319,673	3,541,410
	<hr/>	<hr/>

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate holding company of BHP Billiton Group Limited is BHP Billiton Plc, a company listed on the London Stock Exchange and incorporated in the United Kingdom

The registered office of the Company and BHP Billiton Plc is Neathouse Place, London SW1V 1BH

The consolidated financial statements of this group are available to the public and may be obtained from Neathouse Place, London SW1V 1 BH

BHP BILLITON GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011**

17. COMMITMENTS

There are no financial commitments at the end of the year (2010 \$ nil)

18 POST BALANCE SHEET EVENTS

On 10 November 2011 the Company purchased Stein Insurance Company from BHP Billiton Jersey Limited, a Group undertaking, for \$ 1,004,451,725

On 24 November 2011 preference shares held in BHP Billiton UK Holdings Limited and BHP Billiton UK Investments Limited were redeemed at cost